



Constitution

ARTICLE I NAME AND OBJECTIVE PURPOSE

1.1 Name

The name of this organization is the American Institute of Aeronautics and Astronautics, Inc. (AIAA), hereinafter referred to as the Institute. The Institute is a scientific and engineering membership society incorporated under the State of New York Not-for-Profit Corporation Law.

1.2 Purpose

The purpose of the Institute is to advance the arts, sciences, and technology of aeronautics and astronautics and to nurture and promote the professionalism of those engaged in these pursuits. The Institute shall encourage original research, foster the dissemination of new knowledge, further the professional development of those engaged in scientific and engineering activities, improve public understanding of the profession and its contributions, foster education in engineering and science, promote communication among engineers and scientists and with other professional groups, and stimulate outstanding professional accomplishments. It shall also serve the needs and professional interests of members, bring to bear the scientific and technical capabilities of the profession in areas of national concern where it is equipped to contribute, and undertake other measures appropriate to its purpose.

ARTICLE II BYLAWS

2.1 Bylaws

Bylaws shall be established as hereinafter set forth for the purposes of governing the operations and administration of the Institute. The term "Bylaws" as used in this Constitution refers only to Institute Bylaws.

2.2 Bylaws Amendments

Both the Board of Trustees, hereinafter referred to as the Board, and the Council of Directors, hereafter referred to as the Council, may make, amend, or revoke

assigned portions of the Bylaws. The specific content each respective body has been assigned authority as well as the manner in which each respective body may amend the sections for which it has authority shall be described in the Bylaws. Proposed Bylaw changes and the reasons therefore shall be sent to all members of the Board or the Council by the Secretary at least 15 but not more than 90 days prior to such meeting.

ARTICLE III MEMBERSHIP

3.1 Eligibility

All persons engaged in the professional practice of the arts, sciences, or technology of aeronautics or astronautics, or in other work, which contributes to the advancement of aeronautics or astronautics, shall be eligible for membership in the Institute.

3.2 Definition of Grades

The membership of the Institute shall consist of the following grades of membership, for which the specific qualifications, dues, obligations, prerogatives, transfer, and the causes for termination of membership shall be as fixed by the Bylaws:

HONORARY FELLOWS shall be persons of eminence in aeronautics or astronautics recognized by a long and highly contributive career in the arts, sciences, or technology thereof.

HONORARY MEMBERS shall be persons of distinction associated with aeronautics or astronautics, and shall be elected by the Board. FELLOWS shall be persons of distinction in aeronautics or astronautics, and shall have made notable and valuable contributions to the arts, sciences, or technology thereof.

ASSOCIATE FELLOWS shall be persons who have accomplished or been in charge of important engineering or scientific work, or who have done original work of outstanding merit, or who have otherwise made outstanding contributions to the arts, sciences, or technology of aeronautics or

astronautics.

SENIOR MEMBERS shall be persons who have demonstrated a successful professional practice in the arts, sciences, or technology of aeronautics or astronautics for the equivalent of at least 8 years.

MEMBERS shall be persons who have acquired a professional standing in the practice of the arts, sciences, or technology of aeronautics or astronautics.

ASSOCIATE MEMBERS shall be persons who have an interest in the development or application of aeronautics or astronautics.

AFFILIATE MEMBERS shall be persons who have acquired a professional standing and grade of membership in another scientific or engineering society who desire to maintain a membership in AIAA because of an overlap of technical responsibility and/or interest. The grade will be extended only to members of societies with which reciprocity agreements have been established.

STUDENT MEMBERS shall be persons interested in aeronautics or astronautics whose primary activity is study at recognized colleges, universities, and secondary schools offering curricula and studies acceptable to the Institute.

CORPORATE MEMBERS shall be organizations whose activities include professional practice of the arts, sciences, or technology of aeronautics or astronautics.

3.3 Privileges

Honorary Fellows, Fellows, Associate Fellows, Senior Members, and Members shall be eligible to hold office and to vote. Honorary Members shall be entitled to vote but shall not be entitled to be an officer or director.

ARTICLE IV MANAGEMENT

4.1 Membership Control

Voting Members of the Institute shall have the authority to approve or disapprove proposed amendments to this Constitution.

4.2 Board of Trustees

The Board shall have authority over all matters of the Institute subject to the restrictions imposed by this Constitution, the Institute's Bylaws, New York State law, and the Institute's Articles of Incorporation. The composition of the Board, including officers, duties, terms of office, manner of election, etc., shall be set forth in the Bylaws.

ARTICLE V RESTRICTION ON BENEFITS

5.1 Restriction on Benefits

No elected Officer, Trustee, or Director shall receive, directly or indirectly, any salary, travel expenses, compensation, or emolument from the Institute either as such Officer, Trustee or Director or in any other capacity, unless authorized by the Bylaws or by the concurring vote of 2/3 of the Board at a regularly constituted meeting. No Officer, Trustee, or Director shall be interested, directly or indirectly, in any contract relating to the operations of the Institute, or in any contract for furnishing supplies thereto, unless authorized by the Bylaws, or by the concurring vote of 2/3 of the Board at a regularly constituted meeting.

ARTICLE VI MEETINGS

6.1 Special Business Meetings

Special Business Meetings may be called upon the request of a majority of the Board or shall be called by the President upon the written petition of at least 300 voting members.

6.2 Conduct of Meetings

Notice in writing of the Annual Business Meeting shall be sent to all voting members by the Secretary at least 30 but not more than 60 days before the date of such meeting. Notice of Special Business Meetings shall state the purpose for which they are called and no other business shall be transacted at such meetings.

6.3 Quorum

The presence in person of at least 100 voting members shall constitute a quorum for the transaction of business. At all business meetings of the Institute, questions shall be determined by the majority vote of the members voting in person, unless the manner of deciding is otherwise specifically regulated by statute.

ARTICLE VII CONSTITUTIONAL AMENDMENTS

7.1 Constitutional Amendments

Amendments to this Constitution shall be accomplished by ballot of the voting members. Amendments may be proposed by a petition signed by at least 300 voting members or by a resolution adopted by a majority of the Board.

7.2 Ballots

Proposed constitutional amendments shall, after review by legal counsel, be sent by the Secretary with a ballot to all voting members setting a date not less than 60 days thereafter by which all votes are to be cast.

7.3 Adoption

A proposed constitutional amendment shall be adopted if it receives the favorable vote of 2/3 of all votes cast provided that the number of votes cast is at least 10% of the number of qualified voters. If adopted, the amendment shall take effect at such time as specified in the ballot.